

EXHIBIT D

FORM OF NOTICE OF SALE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:	§	
	§	
PROTOM INTERNATIONAL, INC.	§	CASE NO. 15-_____
PROTOM INTERNATIONAL, LLC	§	CASE NO. 15-_____
	§	
DEBTORS.	§	CHAPTER 11
	§	

**NOTICE OF SALE OF SUBSTANTIALLY ALL OF THE DEBTOR'S ASSETS PLEASE
TAKE NOTICE THAT:**

1. On May ___, 2015, (the "Petition Date"), the Debtors filed a voluntary petitions in this Court for relief under chapter 11 of title 11 of the United States Code 11 U.S.C. §§ 101 *et seq.*, as amended (the "Bankruptcy Code"). The Debtors continue to manage and operate their business as a debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the chapter 11 case. A creditors' committee (the "UCC") has been appointed in this chapter 11 case (the "Chapter 11 Case") by the United States Trustee.
2. **The Sale.** Pursuant to the Debtors' Motion for an Order (I) Approving the procedures for (a) the Sale of Substantially all Assets (b) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases (c) the Establishment of Cure Amounts, (II) Approving Form of Notice and (III) Setting a Hearing Date for the Approval of the Sale (the "Sale Procedures Motion"), the Debtor is in the process of auctioning substantially all of its assets (the "Assets") to the Successful Bidder in the auction (the "Proposed Sale").
3. **The Auction Process.** Pursuant to the Bankruptcy Court's Order (I) Approving the Procedures for (A) the Sale of Substantially All Assets (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases (C) the Establishment of Cure Amounts, (II) Approving Form of Notice and (III) Setting a Hearing Date for the Approval of the Sale (the "Sale Procedures Order"), entered on May ___, 2015, an auction (the "Auction") for the sale of the Assets **will** be held on July 14_, 2015, at 10:00 a.m. (prevailing Central Time) (the "Auction Date") at the offices of Debtor's counsel, Jackson Walker L.L.P., 901 Main Street, Suite 6000, Dallas, Texas 75202 (Attn: Kenneth Stohner, Jr., (kstohner@jw.com)). Further, pursuant to the Sale Procedures Motion, the deadline by which competing bids (each a "Bids") for the Proposed Sale must be submitted by June 10, 2015, 5:00 p.m. (prevailing Central Time) (the "Bid Deadline").

Bids must be submitted in writing and served, so as to be received by the Bid Deadline, on: (a) the Debtor's counsel, Jackson Walker L.L.P., 901 Main Street, Suite 6000, Dallas, Texas 75202 (Attn: Kenneth Stohner, Jr., (kstohner@jw.com); (b) the counsel to Michelson Capital Partners LLC, [insert law firm name & address] (Attn: insert contact name & email address); and (c) counsel to the Official Committee of Unsecured Creditors (the "UCC"), [insert law firm name & address] (Attn: insert name & email address); (collectively, the "Interest Notice Parties").

4. **The Bid Procedures.** The Debtor Auction Team which consists of the Debtor's investment banker and chief executive officer, in consultation with the UCC, will consider Competing Bids from interested parties pursuant to the Auction process, provided that any such bid is in compliance with the Court approved Bid Procedures which are attached to the Sale Procedures Order and in general provide that such bid must: (i) be received in writing by the Interest Notice Parties on or before the Bid Deadline, (ii) includes an executed copy of an alternative purchase agreement that reflects any substantive changes to the Purchase Agreement, (iii) indicates the approximate amount of cash and other consideration the party is willing to pay for the Assets; (iv) includes written evidence of available cash or a commitment for financing and such other evidence of ability to consummate the transaction as the Debtor's Auction Team (in consultation with the UCC) may request; (v) includes all of the Assets; (vi) includes a copy of a board resolution or similar document demonstrating the authority of the bidding party to make a binding and irrevocable bid on the terms proposed; (vii) is not conditional on the outcome of any unperformed due diligence, the receipt of equity or debt financing, or the approval of any Board of Directors, shareholder, or other corporate approval; (viii) includes any pertinent factual information regarding the proposed bidder's operations that would assist the Debtor's Auction Team's analysis of issues (if any) arising with respect to any regulatory or statutory issues; (ix) includes evidence regarding ability to adequately perform the terms of any- executory contract sought to be assumed or assigned; and (x) is reasonably likely to close no later than July __, 2015. In addition, the bid must include a deposit in the amount of \$_____, as described in the Bid Procedures.

5. **The Sale Hearing.** A hearing (the "**Sale Hearing**") at which the Bankruptcy Court will consider approving the Proposed Sale will be held on July __, 2015 at _____ .m. (prevailing Central time) at the **United States Bankruptcy Court for the Northern District of Texas, Dallas Division, Courtroom 3, 14th Floor, 1100 Commerce Street, Dallas, Texas 75242-1496** (the "Bankruptcy Court"), before the Honorable_____, United States Bankruptcy Judge. All objections to the **Proposed Sale must be filed on or before July __, 2015 at 4:00 p.m. (prevailing Central time)** with the Bankruptcy Court, and served so as to be received by the Interest Notice Parties referenced in paragraph 3 above by such deadline.

Dated: May 12, 2015

Respectfully submitted,

By: /s/ Kenneth Stohner, Jr.

Kenneth Stohner, Jr.

State Bar No. 19263700

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**PROPOSED COUNSEL FOR DEBTORS
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